From: Udi Knaani <Udi@fwmk-law.co.il>
To: ehbarak <ehbarak1@gmail.com>
CC:
Date: Wed, 1/7/2015 6:57:24 PM
Subject: RE: Reporty homeland security Ltd - Term Sheet draft

---

אהוד,

תומר בדיוק שלח אליך את המסמך עם התשובות שלנו. תומר קיבל הנחיות מדוייקות ממני וניסח בהתאם אך טרם עברתי על הניסוח עצמו ואעשה זאת כעת. אתה מוזמן להתקשר לכל הבהרה נדרשת.

בברכה,

אודי

מאת: ehbarak [ehbarak1@gmail.com]
נשלח: יום רביעי 07 ינואר 2015 16:33
אל: Udi Knaani
נושא: Re: Reporty homeland security Ltd - Term Sheet draft

Udi
Your response to Darren's remarks? Is it ready?
Best
EB

Sent from my iPhone

On Jan 6, 2015, at 22:43, Ehud Barak <ehbarak1@gmail.com> wrote:

> Hi Udi
> We have to discuss this asap.
> EB
>
> Sent from my iPhone
>
> Begin forwarded message:
>
> **From:** Ehud Barak <ehbarak1@gmail.com>
> **Date:** January 6, 2015 at 19:03:12 GMT+2
> **To:** Knaani Udi <udi@fwmk-law.co.il>, Toor Tomer <Tomer@fwmk-law.co.il>
> **Subject: Fwd: Reporty homeland security Ltd - Term Sheet draft**
>
> Hi All
> Pl call me to pass your response if needed and to decide what when and how to move forward.
> Ehud Barak
>
> Sent from my iPhone
>
> Begin forwarded message:

From: Darren Indyke <dkiesq@aol.com>
Date: January 6, 2015 at 17:40:49 GMT+2
To: ehbarak <ehbarak1@gmail.com>
Cc: Knaani Udi <udi@fwmk-law.co.il>
Subject: Re: Reporty homeland security Ltd - Term Sheet draft

Dear Ehud,

Happy and Healthy New Year to you as well.

In accordance with Jeffrey's instructions, I reviewed the revised term sheet once again. I have included in the attached mark-up comments from the prior draft, which I believe still apply, as well as additional comments. I am available all week to discuss at your convenience. Please let me know a convenient time and I will set up a call. Thank you.

DARREN K. INDYKE
DARREN K. INDYKE, PLLC
575 Lexington Avenue, 4th Floor
New York, New York 10022
Telephone: (212) 971-1314
Telecopier: (646) 350-0378
Mobile: (862) 485-6315
email:
dkiesq@aol.com

<DKI'S Comments to Reporty homeland security Ltd - TS draft 2ND VERSION.doc>

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****

On Jan 2, 2015, at 2:13 AM, ehbarak <ehbarak1@gmail.com> wrote:

> Dear Darren
> Happy New Year !

I trust this email finds you well.
Did you get any instructions from Jeff re how to continue with Reporty?
Do you need such instructions now?
Pl let me know
Best
EB

Sent from my iPhone

Begin forwarded message:

From: Tomer Toor <Tomer@fwmk-law.co.il>
Date: January 1, 2015 at 09:30:26 GMT+2
To: "ehbarak1@gmail.com" <ehbarak1@gmail.com>
Cc: "dkiesq@aol.com" <dkiesq@aol.com>
Subject: RE: Reporty homeland security Ltd - Term Sheet draft

Dear Ehud,
Sorry to bother but I am sending this email again for the sake of good order.
I just realized that we gave wrong name to the file of the illustration cap table - corrected now.
All other issues remain exactly the same.
BR,
Tomer

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-----Original Message-----
From: Tomer Toor

Sent: Monday, December 29, 2014 8:09 PM
To: ehbarak1@gmail.com
Cc: dkiesq@aol.com; Udi Knaani
Subject: RE: Reporty homeland security Ltd - Term Sheet draft

Dear Ehud,
Udi is not feeling so well and had to leave home early for some rest.

Meantime, attached please find is a revised TS for Reporty with couple of markups we added following recent conversation held with Udi.

Basically, In order to allow you to gain control over the Company in due time, we ask under this term sheet for an additional second Warrant (this time up to $2.5m at 175% of the PPS).
Upon exercising the two Warrants you will hold the majority (end a bit more) of the share capital of the Company. We also added that in this case you will be entitled to be represented in the Board by three (out of five) directors.

When Company will do well, you would probably want to make sure that it is being promoted in the right direction, so this relatively fair mechanism, will give you the way to take over.

For illustration purposes, we also added a pro-forma cap table, showing your shareholding in the various stages of using the Warrants.

Please let us know if any further clarification is needed or if a clean version of this TS can be forwarded to the other party for their review.

All the best,
Tomer

From: Udi Knaani
Sent: Thursday, December 11, 2014 10:59 PM
To: Tomer Toor
Cc: dkiesq@aol.com; ehbarak1@gmail.com

Subject: Re: Reporty homeland security Ltd - Term Sheet draft

Hi Darren,
Just checking that you got Tomer's e-mail.
Best regards,
Udi

נשלח מה-iPhone שלי

Tomer Toor ,14:13 בשעה ,2014 בדצמ׳ 9-ב
Tomer@fwmk-> <<law.co.il<mailto:Tomer@fwmk-law.co.il כתב/ה:

Dear Darren,
Allow me to introduce myself – my name is Tomer, I am an associate at FWMK – law offices and I will be working with Adv. Udi Knaani on the proposed financing transaction in Reporty Homeland Security Ltd.

Attached please find for your review and comments is a suggested first draft of the Terms Sheet for the said transaction.

We will appreciate any comment you may have for this document.

Kind regards,
Tomer

<image001.jpg>

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<Reporty homeland security Ltd - TS draft.doc>
<Reporty homeland security Ltd - TS draft 2ND VERSION.DOC>

<Cap Table - REPORTY HOMELAND SECURITY LTD.xlsx>

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